

# HERMAN & WHITEAKER, LLC

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## REDACTED – FOR PUBLIC INSPECTION

December 21, 2016

### VIA HAND DELIVERY

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

Re: Application of AT&T Mobility Spectrum LLC and Green Hills Area Cellular Telephone, Inc., for Consent To Assign Lower 700 MHz C Block License (WT Docket No. 16-391)

Dear Ms. Dortch:

Green Hills Area Cellular Telephone, Inc. (“Green Hills”) hereby responds (the “Response”) to the Wireless Telecommunications Bureau (“WTB”) General Information Request dated December 7, 2016 (“Request”).<sup>1</sup> The Request seeks information to assist the Federal Communications Commission (“FCC” or “Commission”) to complete its review of the application in the above-referenced proceeding.

The Request calls for Green Hills to submit certain information that is sensitive from a commercial, competitive, and financial perspective, and that Green Hills would not reveal in the ordinary course of business to the public or its competitors. Green Hills is submitting

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<sup>1</sup> Letter from Jon Wilkins, Chief, Wireless Telecommunications Bureau, to David A. Adams, Green Hills Area Cellular Telephone, Inc., WT Docket No. 16-391 (Dec. 7, 2016) and accompanying General Information Request.

## **REDACTED – FOR PUBLIC INSPECTION**

information on a Highly Confidential basis pursuant to the Protective Order issued in this proceeding on December 7, 2016. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product, or other applicable privilege is not intended as a waiver of such privilege. Green Hills requests that any privileged material inadvertently produced be returned to Green Hills as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such material.

In the public version of the Response, Green Hills has redacted Highly Confidential Information and marked the redactions with “[BEGIN GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION] . . . [END GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION]”. The redacted Response is marked “REDACTED – FOR PUBLIC INSPECTION” and is being filed electronically in the Commission’s Electronic Comment Filing System (“ECFS”). The Highly Confidential, unredacted Response is marked “HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDERS IN WT DOCKET NO. 16-391 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION” and is being delivered to the Secretary. Additional copies of the unredacted Response are being delivered as instructed in the Request.

### **RESPONSE**

#### **Request:**

1. Explain in detail the decision made by Green Hills to assign to AT&T the Lower 700 MHz C Block spectrum that is the subject of this application, including any attempts made to enter into a sale of this spectrum or alternative arrangements with parties other than AT&T.

#### **Response:**

Green Hills is a wholly owned subsidiary of Green Hills Telephone Corporation (“GHTC”), which is a rural incumbent local exchange provider serving rural areas in Missouri. Green Hills also provides wireless broadband Internet access service (“BIAS”) using a combination of Lower 700 MHz C Block spectrum over a WiMax network, and 3650-3700 MHz spectrum (“3650 MHz”).

**[BEGIN GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION]**

**HILLS HIGHLY CONFIDENTIAL INFORMATION]**

**[END GREEN**

**REDACTED – FOR PUBLIC INSPECTION**

In early February of 2016, GHTC engaged telecommunications-focused investment banking firm Charlesmead Advisors, LLC (“Charlesmead”) to act as its exclusive financial advisor in the sale of the Lower 700 MHz C Block spectrum that is the subject of this application. After preparing a confidential offering memorandum providing specifics regarding the spectrum to be sold and the relevant market covered by the license, Charlesmead initiated a broad marketing process designed to solicit interest in acquiring the license from likely purchasers as part of a confidential bidding process. As part of the marketing effort, Charlesmead contacted [BEGIN GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION]

[END GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION] Negotiations between Green Hills and [BEGIN GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION]

[END GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION] when the decision was made to sell the Lower 700 MHz C Block spectrum to AT&T, consistent with the application.

The decision to sell the Lower 700 MHz C Block spectrum license to AT&T was based [BEGIN GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION]

[END GREEN HILLS HIGHLY CONFIDENTIAL INFORMATION]

On June 30, 2016, Green Hills and AT&T executed a final license purchase agreement.

Please direct any questions regarding this Response to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'G. Whiteaker', with a long horizontal flourish extending to the right.

Gregory W. Whiteaker  
*Counsel for Green Hills Area Cellular  
Telephone, Inc.*